

Exhibit D

Budget Plan

Exhibit D-1

Budget Plan for the Period of June 1, 2018 through June 30, 2018¹

¹ Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter.

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 10	\$0 - \$7,590	8.80	\$6,679.20
Legal Research	202	0 - 10	\$0 - \$7,590	4.50	\$3,265.80
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.20	\$151.80
Communications with Claimholders	204	40 - 60	\$30,360 - \$45,540	45.10	\$34,230.90
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	10 - 20	\$7,590 - \$15,180	18.50	\$14,041.50
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	0.40	\$303.60
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	0.60	\$455.40
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	60 - 80	\$45,540 - \$60,720	63.50	\$48,196.50
Non-Working Travel Time	211	0 - 10	\$7,590 - \$15,180	0.00	\$0.00
General Administration	212	0 - 10	\$0 - \$7,590	0.70	\$182.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	0.60	\$455.40
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.20	\$151.80

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Plan of Adjustment and Disclosure Statement	215	10 - 20	\$7,590 - \$15,180	10.90	\$8,273.10
Confirmation	216	0 - 10	\$0	0.00	\$0.00
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	20 - 40	\$15,180 - \$30,360	32.00	\$18,799.00
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0 - 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		140 – 370	\$106,260 - \$280,830	186.00	\$135,186.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	2.40	\$1,821.60
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	3.60	\$2,732.40
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	6.00	\$4,554.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054 and 33260/954)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 10	\$0 - \$7,590	0.40	\$303.60
Legal Research	202	0 - 10	\$0 - \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 - 10	\$0 - \$7,590	0.70	\$531.30
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 - 10	\$0 - \$7,590	0.80	\$607.20
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	8.60	\$6,527.40
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	0.20	\$151.80
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 - 10	\$0 - \$7,590	2.20	\$1,669.80
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 - 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054 and 33260/954)					
Confirmation	216	0 - 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	12.90	\$9,791.10

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 10	\$0 - \$7,590	0.00	\$0.00
Legal Research	202	0 - 10	\$0 - \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 - 10	\$0 - \$7,590	7.00	\$5,313.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 - 10	\$0 - \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	0.20	\$151.80
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 - 10	\$0 - \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 - 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Confirmation	216	0 - 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 - \$7,590	0.20	\$151.80
TOTALS		0 – 190	\$0 - \$144,210	7.40	\$5,616.60

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058 and 33260/958)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.40	\$303.60
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	2.40	\$1,821.60
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058 and 33260/958)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	20 – 40	\$15,180 – \$30,360	33.70	\$24,480.50
TOTALS		20 – 220	\$15,180- \$166,980	36.50	\$26,605.70

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 - \$7,590	0.70	\$531.30
Legal Research	202	0 – 10	\$0 - \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	5.80	\$4,402.20
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 - \$7,590	0.60	\$455.40
Documents Filed on Behalf of the Board	206	60 – 80	\$45,540 – \$60,720	64.30	\$48,254.80
Non-Board Court Filings	207	0 – 10	\$0 - \$7,590	1.50	\$1,138.50
Stay Matters	208	20 – 40	\$15,180 - \$30,360	25.20	\$19,126.80
Adversary Proceeding	209	0 – 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 - \$7,590	4.50	\$3,415.50
Non-Working Travel Time	211	0 – 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 - \$7,590	4.40	\$1,144.00
Labor, Pension Matters	213	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 - \$7,590	0.00	\$0.00
Confirmation	216	0 – 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		80 - 290	\$60,720 - \$220,110	107.00	\$78,468.50

Exhibit D-2

Budget Plan for the Period of July 1, 2018 through July 31, 2018²

² Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter.

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 10	\$0 - \$7,590	11.10	\$8,424.90
Legal Research	202	0 - 10	\$0 - \$7,590	7.00	\$5,313.00
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	2.40	\$1,821.60
Communications with Claimholders	204	60 - 100	\$45,540 - \$75,900	83.60	\$63,452.40
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	10 - 20	\$7,590 - \$15,180	14.20	\$10,777.80
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	0.00	\$0.00
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	40 - 60	\$30,360 - \$45,540	46.00	\$34,914.00
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	3.70	\$2,808.30
General Administration	212	0 - 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	0.20	\$151.80

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.80	\$607.20
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	9.70	\$7,362.30
Confirmation	216	0 - 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	20 - 40	\$15,180 - \$30,360	39.90	\$17,609.50
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		130 – 370	\$98,670 - \$280,830	218.60	\$153,242.80

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	2.40	\$1,821.60
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	7.40	\$5,616.60
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	9.80	\$7,438.20

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054 and 33260/954)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 10	\$0 - \$7,590	1.80	\$1,366.20
Legal Research	202	0 - 10	\$0 - \$7,590	6.10	\$4,629.90
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 - 10	\$0 - \$7,590	1.60	\$1,214.40
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	3.00	\$2,277.00
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	0.00	\$0.00
Stay Matters	208	0 - 10	\$0 - \$7,590	3.10	\$2,352.90
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 - 10	\$0 - \$7,590	0.90	\$683.10
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 - 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054 and 33260/954)					
Confirmation	216	0 - 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	16.50	\$12,523.50

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	3.20	\$2,428.80
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	3.20	\$2,428.80

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 - \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	0.40	\$303.60
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 - \$7,590	0.70	\$531.30
Documents Filed on Behalf of the Board	206	10 – 20	\$7,590 - \$15,180	12.90	\$9,791.10
Non-Board Court Filings	207	0 – 10	\$0 - \$7,590	7.30	\$5,540.70
Stay Matters	208	0 – 10	\$0 - \$7,590	8.40	\$6,375.60
Adversary Proceeding	209	0 – 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 - \$7,590	2.70	\$2,049.30
Non-Working Travel Time	211	0 – 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 - \$7,590	0.50	\$130.00
Labor, Pension Matters	213	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Confirmation	216	0 – 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		10 - 200	\$7,590 - \$151,800	32.90	\$24,721.60

Exhibit D-3

Budget Plan for the Period of August 1, 2018 through August 31, 2018³

³ Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter.

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	10 - 20	\$0 - \$7,590	17.60	\$13,358.40
Legal Research	202	0 - 10	\$0 - \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 - 10	\$0 - \$7,590	2.70	\$2,049.30
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 - 10	\$0 - \$7,590	4.80	\$3,643.20
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	1.60	\$1,214.40
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 - 10	\$0 - \$7,590	4.00	\$3,036.00
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 - 10	\$0 - \$7,590	0.60	\$156.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	7.70	\$5,844.30
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	300 - 350	\$227,700 - \$265,650	304.60	\$228,247.30

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Confirmation	216	0 - 10	\$0 - \$7,590	4.30	\$3,263.70
Tax	217	0 - 10	\$0 - \$7,590	1.00	\$759.00
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	3.90	\$1,014.00
Appeal	219	0 - 10	\$0 - \$7,590	2.00	\$1,518.00
Fee Applications for Other Parties	220	0 - 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		310 - 550	\$235,290 - \$417,450	354.80	\$264,103.60

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – APPOINTMENTS CLAUSE (33260/031 and 33260/931)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.30	\$227.70
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	4.30	\$3,263.70
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	1.40	\$1,062.60
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.40	\$303.60
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – APPOINTMENTS CLAUSE (33260/031 and 33260/931)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	5.90	\$4,278.50
TOTALS		0 – 190	\$0 - \$144,210	12.30	\$9,136.10

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	1.40	\$1,062.60
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	1.70	\$1,290.30
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	3.10	\$2,352.90

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	6.10	\$4,629.90
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.30	\$227.70
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	6.40	\$4,857.60

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058 and 33260/958)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.50	\$379.50
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.20	\$151.80
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	5.10	\$1,326.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058 and 33260/958)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	8.90	\$6,755.10
TOTALS		0 – 190	\$0 - \$144,210	14.70	\$8,612.40

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.80	\$607.20
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.50	\$379.50
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	4.10	\$3,111.90
Stay Matters	208	0 – 10	\$0 – \$7,590	1.80	\$1,366.20
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	1.90	\$1,442.10
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	9.10	\$6,906.90

Exhibit D-4

Budget Plan for the Period of September 1, 2018 through September 30, 2018⁴

⁴ Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter.

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	20 - 40	\$15,180 - \$30,360	35.30	\$26,792.70
Legal Research	202	0 - 10	\$0 - \$7,590	10.40	\$7,893.60
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	60 - 80	\$45,540 – \$60,720	69.30	\$52,598.70
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	10 - 20	\$7,590 - \$15,180	14.80	\$11,233.20
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	0.00	\$0.00
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	100 - 150	\$75,900 - \$113,850	119.30	\$90,249.30
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	3.40	\$2,580.60
General Administration	212	0 - 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	10 - 20	\$7,590 - \$15,180	14.20	\$10,777.80

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – GENERAL (33260/022 and 33260/030)					
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,590	0.40	\$303.60
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	3.00	\$1,229.10
Confirmation	216	0 - 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	10 - 20	\$7,590 - \$15,180	11.70	\$8,880.30
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	2.90	\$754.00
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		210 - 460	\$159,390 - \$349,140	284.70	\$213,292.90

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – APPOINTMENTS CLAUSE (33260/031 and 33260/931)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.40	\$303.60
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.60	\$156.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – APPOINTMENTS CLAUSE (33260/031 and 33260/931)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	9.80	\$6,540.00
TOTALS		0 – 190	\$0 - \$144,210	10.80	\$6,999.60

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	1.50	\$1,138.50
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.30	\$227.70
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032 and 33260/932)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	1.80	\$1,366.20

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054 and 33260/954)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.10	\$75.90
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054 and 33260/954)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	0.10	\$75.90

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.20	\$151.80
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.60	\$455.40
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.10	\$75.90
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	20 - 40	\$15,180 - \$30,360	29.50	\$22,390.50
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	10.60	\$8,045.40
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	5.30	\$4,022.70
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055 and 33260/955)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		20 - 220	\$15,180 - \$166,980	46.30	\$35,141.70

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA –UTIER CBA (33260/056 and 33260/956)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.20	\$151.80
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	4.50	\$1,718.90
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	4.20	\$3,187.80
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.80	\$607.20
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA –UTIER CBA (33260/056 and 33260/956)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	9.70	\$5,665.70

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA –RULE 2004 (33260/057 and 33260/957)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.50	\$379.50
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	2.90	\$2,201.10
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.80	\$607.20
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	2.70	\$2,049.30
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA –RULE 2004 (33260/057 and 33260/957)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	6.90	\$5,237.10

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058 and 33260/958)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058 and 33260/958)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	1.30	\$986.70
TOTALS		0 – 190	\$0 - \$144,210	1.30	\$986.70

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	1.70	\$1,290.30
Legal Research	202	0 – 10	\$0 – \$7,590	2.10	\$1,593.90
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.10	\$75.90
Documents Filed on Behalf of the Board	206	40 – 60	\$30,360 - \$45,540	57.00	\$43,263.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	2.50	\$1,897.50
Stay Matters	208	0 – 10	\$0 – \$7,590	5.80	\$4,402.20
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.90	\$683.10
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	2.30	\$1,745.70
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	1.60	\$416.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER		SEPTEMBER	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059 and 33260/959)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		40 – 240	\$30,360 - \$182,160	74.00	\$55,367.60

Exhibit D-5

Staffing Plan for the Compensation Period

Staffing Plan for the Compensation Period

Category of Timekeeper⁵	Number of Timekeepers Expected to Work on The Matter During the Budget Period⁶	Average Hourly Rate⁷
Partners	23	\$759
Senior Counsel	1	\$759
Associates	24	\$759
Law Clerks	2	\$260
Paraprofessionals	9	\$260

⁵ Attorney Practice Groups: BSGR&B (12); Labor & Employment (4); Litigation (24); Corporate (5); Tax (3).

⁶ The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group; Labor & Employment; Litigation; Corporate and Tax practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

⁷ In the ordinary course of business, the standard hourly billing rates for Proskauer professionals and paraprofessionals are adjusted annually as of the commencement of the firm's fiscal year on November 1 to reflect economic and other conditions and apply to matters in and out of bankruptcy cases. Pursuant to the Appendix B Guidelines, "rate increases" "exclude annual 'step increases' historically awarded by the firm in the ordinary course to attorneys throughout the firm due to advancing seniority and promotion." Appendix B Guidelines ¶ B.2.d, n.2. Annual step increases are awarded by Proskauer in the ordinary course throughout the firm on May 1. Proskauer's November 25, 2016 engagement letter with the Oversight Board (a copy of which is available on the Oversight Board's website at <https://oversightboard.pr.gov/documents/>) (the "Engagement Letter") provides that Proskauer's rates will be increased on January 1 (rather than on November 1) by the lower of the percentage rate increase announced as of November 1 and four percent. Because Proskauer's fees under the Engagement Letter are a blended rate (currently \$759) for all attorneys and another, lower blended rate (currently \$260) for all paraprofessionals, no annual step increases will be applicable to the rates charged in this matter. As detailed in the Second Interim Application, Proskauer's rates under the Engagement Letter increased from \$730 per hour for attorneys and \$250 per hour for paraprofessionals to \$759 per hour for attorneys and \$260 per hour for paraprofessionals on January 1, 2018, during the second interim compensation period. Rates have not increased during this Compensation Period.